

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE
JAMES C. MARTIN, JR.

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. RECORDATION NO. 16170-1 FILED 1425

20006-2973

(202) 393-2466

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

JUL 12 1990 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

0-193A0001

JUL 12 1990 - 9 40 AM

July 12, 1990

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUL 12 1990 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies each of 1) a Security Agreement Supplement No. 6 dated July 12, 1990 ("Supplement No. 6"), 2) a Security Agreement Supplement No. 7 dated July 12, 1990 ("Supplement No. 7") and 3) a Security Agreement Supplement No. 8 dated July 12, 1990 ("Supplement No. 8"), each a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.1.

The enclosed documents relate to the Security Agreement-Trust Deed dated December 20, 1988, which was duly filed and recorded on January 10, 1989 and assigned Recordation Number 16170.

The names and addresses of the parties to the enclosed document are:

Secured Party: Fleet National Bank, as Trustee
125 Dupont Drive
Providence, Rhode Island 02907

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A (Supplement No. 6), Exhibit B (Supplement No. 7) and Exhibit C (Supplement No. 8), attached hereto and made a part hereof.

Counterpart C.T. Kappler

#45
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FOR OPERATING UNIT

Ms. Noreta R. McGee
July 12, 1990
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Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index:

Security Agreement Supplement No. 6 dated July 12, 1990 covering 319 railcars; Security Agreement Supplement No. 7 dated July 12, 1990 covering 235 railcars; and Security Agreement Supplement No. 8 dated July 12, 1990 covering 218 railcars, all such railcars bearing ACFX marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

SECURITY AGREEMENT SUPPLEMENT

16170-J 161700
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INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 8, dated July 12, 1990, between ACF Industries, Incorporated, a New Jersey corporation, (the "Debtor") and Fleet National Bank, a national banking association, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of December 20, 1988, from the Debtor to the Secured Party (the "Security Agreement"),

WITNESSETH:

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Items of Equipment included in the Collateral and subject to the security interest of the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Loan Documents, the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest and mortgage in the following properties:

- (a) all the Items of Equipment described in Schedule A annexed hereto;
- (b) all additional or substituted Items of Equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof;
- (c) all leases from time to time relating to such Items of Equipment; and
- (d) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors in trust and assigns the security interest hereby created and granted.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

(SEAL)

ACF INDUSTRIES, INCORPORATED

ATTEST:

By Vinesh Choksi
Its Assistant Treasurer

Janet A. Kruppen
ASSISTANT SECRETARY

(SEAL)

ATTEST:

FLEET NATIONAL BANK, as Secured Party

[Signature]

By [Signature]
Its Vice President

DESCRIPTION OF EQUIPMENT

PROPOSED \$10,000,000

<u>CARS INITIALED</u> <u>AND NUMBERED</u>	<u>AAR DESG.</u>	<u>TOTAL</u> <u>CARS</u>
ACFX 41408	C214	25
" 41410		
" 41412 - 41413		
" 41421 - 41422		
" 41424		
" 41428 - 41429		
" 41433		
" 41437 - 41439		
" 41441 - 41444		
" 41451 - 41453		
" 41461		
" 41465		
" 41475		
" 41478		
" 41480		
" 68079 - 68161	C214	111
" 68166 - 68184		
" 68186 - 68191		
" 68200 - 68201		
" 68205		
" 45088 - 45107	C614	20
" 45108 - 45111	C614	4
" 45153 - 45177	C614	25
" 45190	C614	1
" 73488 - 73492	T054	5
" 73330 - 73356	T107	<u>27</u>
	Total	218

SCHEDULE A

(To Security Agreement Supplement)

NOTE #8

STATE OF MISSOURI)
 : ss.:
COUNTY OF ST. LOUIS)

On this 12th day of July, 1989 before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that (s)he is a Asst. Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. Marineta Zimmerman
Notary Public

(SEAL)

My commission expires:

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST CHARLES COUNTY
MY COMMISSION EXP APR. 7, 1994

STATE OF RI)
 : ss.:
COUNTY OF PROVIDENCE)

On this 12th day of JULY, 1989 before me, personally appeared MICHAEL J. LAPOLLA to me personally known, who being by me duly sworn, says that (s)he is a VP of Fleet National Bank, that one of the seals affixed to the foregoing instrument is the bank seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Ann Cudde
Notary Public

(SEAL)

My commission expires: **My Commission Expires June 1991**